

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 20-12168 (CSS)
(Jointly Administered)

NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED
FOR TELEPHONIC AND VIDEO HEARING ON
NOVEMBER 3, 2020 AT 12:00 P.M. (ET)

THIS HEARING WILL BE HELD TELEPHONICALLY VIA COURTCALL AND, IN CERTAIN CIRCUMSTANCES, BY VIDEO VIA ZOOM. ALL PARTIES WISHING TO APPEAR MUST DO SO TELEPHONICALLY BY CONTACTING COURTCALL, LLC AT 866-582-6878. ONLY THOSE PARTIES THAT WILL BE ADDRESSING THE COURT SHOULD APPEAR BY VIDEO VIA ZOOM IN ADDITION TO THEIR COURTCALL REGISTRATION.

PLEASE NOTE THAT THE MICROPHONES ON THE ZOOM MEETING WILL BE MUTED AND THE ONLY AUDIO WILL BE THROUGH COURTCALL.

Topic: Town Sports Intl 20-12168 Hearing
Time: November 3, 2020 12:00 P.M. Eastern Time (US and Canada)

Join ZoomGov Meeting
<https://debuscourts.zoomgov.com/j/1613882367>

Meeting ID: 161 388 2367
Passcode: 278206

RESOLVED MATTERS

1. Debtors' Application for an Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel to the Debtors, Effective as of the Petition Date [Docket No. 233, 10/13/20]

¹ The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the undersigned counsel for the Debtors.

² Amended information appears in **bold**.

Related Documents:

- A. Certificate of No Objection [Docket No. 357, 10/28/20]
- B. Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel to the Debtors, Effective as of the Petition Date [Docket No. 368, 10/29/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: An order has been entered. No hearing is necessary.

- 2. Debtors' Application for Authority to Retain and Employ Epiq Corporate Restructuring, LLC as Administrative Advisor Effective as of Petition Date [Docket No. 234, 10/13/20]

Related Documents:

- A. Certificate of No Objection [Docket No. 358, 10/28/20]
- B. Order Authorizing the Debtors to Retain and Employ Epiq Corporate Restructuring, LLC as Administrative Advisor Effective as of Petition Date [Docket No. 369, 10/29/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: An order has been entered. No hearing is necessary.

- 3. Application of the Debtors for Entry of an Order Authorizing Retention and Employment of Houlihan Lokey Capital, Inc. as Investment Banker to the Debtors Effective as of the Petition Date [Docket No. 235, 10/13/20]

Related Documents:

- A. Certificate of No Objection [Docket No. 359, 10/28/20]
- B. Order Authorizing Retention and Employment of Houlihan Lokey Capital, Inc. as Investment Banker to the Debtors Effective as of the Petition Date [Docket No. 370, 10/29/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: An order has been entered. No hearing is necessary.

4. Application of Debtors for Entry of an Order (I) Authorizing the Retention and Employment of Hilco Real Estate, LLC as Real Estate Consultants and Advisors for the Debtors Effective as of the Petition Date and (II) Waiving Certain Requirements Imposed by Local Rule 2016-2 [Docket No. 236, 10/13/20]

Related Documents:

- A. Certification of Counsel [Docket No. 360, 10/28/20]
- B. Order (I) Authorizing the Retention and Employment of Hilco Real Estate, LLC as Real Estate Consultants and Advisors for the Debtors Effective as of the Petition Date and (II) Waiving Certain Requirements Imposed by Local Rule 2016-2 [Docket No. 365, 10/29/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

- C. Informal comments of the U.S. Trustee

Status: A revised form of order resolving the informal comments has been entered. No hearing is necessary.

5. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) Retain Huron Consulting Services LLC to Provide the Debtors a Chief Restructuring Officer and Engagement Personnel and (B) Designating John C. DiDonato as Chief Restructuring Officer for the Debtors Effective as of September 24, 2020 and (II) Granting Related Relief [Docket No. 237, 10/13/20]

Related Documents:

- A. Certification of Counsel [Docket No. 361, 10/28/20]
- B. Order (I) Authorizing the Debtors to (A) Retain Huron Consulting Services LLC to Provide the Debtors a Chief Restructuring Officer and Engagement Personnel and (B) Designating John C. DiDonato as Chief Restructuring Officer for the Debtors Effective as of September 24, 2020 and (II) Granting Related Relief [Docket No. 366, 10/29/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

- C. Informal comments of the U.S. Trustee

Status: A revised form of order resolving the informal comments has been entered. No hearing is necessary.

6. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of September 14, 2020 [Docket No. 238, 10/13/20]

Related Documents:

- A. Certificate of No Objection [Docket No. 363, 10/28/20]
- B. Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of September 14, 2020 [Docket No. 371, 10/29/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: An order has been entered. No hearing is necessary.

7. Debtors' Motion Seeking Entry of an Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests, and (IV) Approving Form and Manner of Notice Thereof [Docket No. 289, 10/20/20]

Related Documents:

- A. Certification of Counsel [Docket No. 362, 10/28/20]
- B. Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests, and (IV) Approving Form and Manner of Notice Thereof [Docket No. 367, 10/29/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

- C. Informal comments of the U.S. Trustee
- D. Informal comments of various landlords

Status: A revised form of order resolving the informal comments has been entered. No hearing is necessary.

UNCONTESTED MATTER WITH CERTIFICATION

8. Debtors' Motion for Entry of an Order (I) Approving the Debtors' Key Employee Retention Plan and (II) Granting Related Relief [Docket No. [256](#), 10/15/20]

Related Documents:

- A. Declaration of John C. DiDonato in Support of Debtors' Motion for Entry of an Order (I) Approving the Debtors' Key Employee Retention Plan and (II) Granting Related Relief [Docket No. [257](#), 10/15/20]³
- B. Motion to Shorten Notice [Docket No. [258](#), 10/15/20]
- C. Order Shortening Notice [Docket No. [264](#), 10/16/20]
- D. Certificate of No Objection [Docket No. [542](#), 10/30/20]**

Objection/Response Deadline: October 29, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None at this time.

Status: A Certificate of No Objection has been filed. Unless the Court has questions regarding the requested relief, no hearing is necessary.

CONTESTED MATTERS

- 9. Debtors' Motion for Entry of Orders (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [160](#), 10/2/20]

Related Documents:

- A. Declaration of Christopher A. Wilson in Support of the Debtors' Motion for Entry of Orders (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [162](#), 10/2/20]⁴
- B. Order Shortening Notice [Docket No. [164](#), 10/5/20]
- C. Notice of Hearing [Docket No. [168](#), 10/5/20]
- D. Supplemental Declaration of Christopher A. Wilson in Support of the Debtors' Motion [Docket No. [190](#), 10/8/20]

³ The physical location of this declarant is Pittsburgh, PA.

⁴ The physical location of this declarant is Pasadena, CA.

- E. Notice of Filing of Blackline of Proposed Bidding Procedures Order [Docket No. [191](#), 10/8/20]
- F. Notice of Filing of Blackline of Proposed Bidding Procedures Order [Docket No. [202](#), 10/9/20]
- G. Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [208](#), 10/9/20]
- H. Notice of Auction for the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Any and All Claims, Interests, and Encumbrances [Docket No. [275](#), 10/16/20]
- I. Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [278](#), 10/16/20]
- J. Affidavit of Publication [Docket No. [285](#), 10/19/20]
- K. Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [290](#), 10/20/20]
- L. Notice of Cancellation of Auction [Docket No. [347](#), 10/26/20]

Sale Objection/Response Deadline: October 23, 2020 at 4:00 p.m. (ET)

Sale Objections/Responses Filed:

- M. Oracle's Rights Reservation [Docket No. [314](#), 10/23/20]
- N. Limited Objection of 695 Atlantic Avenue Company, L.L.C. [Docket No. [325](#), 10/23/20]
- O. Objection of Landmark Center Park Drive, LLC [Docket No. [310](#), 10/23/20]**
- P. Supplemental Objection of Landmark Center Park Drive, LLC [Docket No. [349](#), 10/27/20]**

Cure Objection/Response Deadline: October 23, 2020 at 4:00 p.m. (ET) [Supplemental deadline is November 3, 2020 at 4:00 p.m. (ET)]

Cure Objections/Responses Filed:

- Q. Limited Objection and Reservation of Rights of Google LLC [Docket No. [300](#), 10/22/20]
- R. Objection of TFG Winter Street Property, LLC [Docket No. [303](#), 10/22/20]

- S. Limited Objection and Reservation of Rights of Motionsoft, Inc. and Daxko, LLC d/b/a CSI Software [Docket No. [306](#), 10/22/20]
- T. Limited Objection of Babson College [Docket No. [307](#), 10/22/20]
- U. Objection of Matrix Mechanical Corp. [Docket No. [313](#), 10/23/20]
- V. Objection of 75-76 Third Avenue Assets IV LLC [Docket No. [316](#), 10/23/20]
- W. Limited Objection of T-C 501 Boylston Street LLC, TREA 350 Washington Street LLC and BP 111 Huntington Avenue LLC [Docket No. [317](#), 10/23/20]
- X. Limited Objection and Reservation of Rights of 200 Madison Owner LLC [Docket No. [318](#), 10/23/20]
- Y. Objection and Reservation of Rights of 575 Lex Property Owner, L.L.C. [Docket No. [319](#), 10/23/20]
- Z. Limited Objection and Reservation of Rights of SAF-T-SWIM LLC [Docket No. [320](#), 10/23/20]
- AA. Objection of 2856 Astoria LLC [Docket No. [326](#), 10/23/20]
- BB. Objection of 1221 Avenue Holdings LLC [Docket No. [327](#), 10/23/20]
- CC. Opposition of 625 Mass Ave Owner, LLC [Docket No. [328](#), 10/23/20]
- DD. Objection of Macrolease Corporation [Docket No. [331](#), 10/23/20]
- EE. Limited Objection of 39-01 QB LLC, Blumenfeld Development Group, LTD., Philips International Holding Corp. and Regency Centers, L.P. [Docket No. [332](#), 10/23/20]
- FF. Limited Objection of Country View Commons, LLC, Federal Realty Investment Trust, Store Master Funding XI, LLC, and The Macerich Company [Docket No. [333](#), 10/23/20]
- GG. Objection of Clearbrook Cross LLC [Docket No. [334](#), 10/23/20]
- HH. Limited Objection of DC USA Operating Co., LLC and HUSA Management Co., LLC [Docket No. [336](#), 10/23/20]
- II. Objection of 1221 Avenue Holdings LLC to Proposed Form of Adequate Assurance of Future Performance [Docket No. [350](#), 10/27/20]
- JJ. Limited Objection of Langston Retail, LLC to Adequate Assurance Information and to Potentially Assumed and/or Assigned Lease and Reservation of Rights [Docket No. [353](#), 10/27/20]

KK. Limited Objection of DC USA Operating Co., LLC and HUSA Management Co., LLC to Adequate Assurance Information [Docket No. [354](#), 10/27/20]

LL. Aetna Life Insurance Company's Limited Objection and Reservation of Rights [Docket No. [537](#), 10/30/20]

MM. Objection and Reservation of Rights of R&D Air, Inc. [Docket No. [538](#), 10/30/20]

Additional Related Document:

NN. Second Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [543](#), 10/30/20]

Status: With respect to the Limited Objection of 695 Atlantic Avenue Company, L.L.C. (item N above), and the Objection and Supplemental Objection of Landmark Center Park Drive, LLC (items O & P, respectively), this matter will be adjourned to November 23, 2020 at 10:00 a.m. (ET). To the extent that the assumption and cure objections listed as items Q-MM are not resolved prior to the hearing, this matter will be adjourned solely with respect to such objections until November 23, 2020 at 10:00 a.m. (ET). This matter is otherwise going forward.

10. Motion of James Kole for Relief from Stay Under Section 362 of the Bankruptcy Code [Docket No. [271](#), 10/16/20]

Related Document:

A. Certification of Counsel [Docket No. [541](#), 10/30/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

B. Debtors' Objection to Motion [Docket No. [352](#), 10/27/20]

Status: An agreed form of order denying the Motion without prejudice has been submitted under Certification of Counsel. This matter will be going forward to the extent the Court has any questions.

11. Debtors' Motion for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement on an Interim and Final Basis, (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (III) Shortening Certain Notice Periods and Establishing Related Procedures, (IV) Approving the Solicitation and Notice Procedures, (V) Approving the Combined Hearing Notice, and (VI) Granting Related Relief [Docket No. [293](#), 10/20/20]

Related Documents:

- A. Joint Chapter 11 Plan of Town Sports International, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [291](#), 10/20/20]
- B. Disclosure Statement Relating to the Joint Chapter 11 Plan of Town Sports International, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [292](#), 10/20/20]

Objection/Response Deadline: October 27, 2020 at 4:00 p.m. (ET) [Extended to (i) October 29, 2020 at 4:00 p.m. solely with respect to certain landlords; and (ii) October 30, 2020 at 11:30 a.m. (ET) solely with respect to the U.S. Trustee]

Objections/Responses Filed:

- C. U.S. Trustee's Objection [Docket No. [535](#), 10/30/20]
- D. Informal comments of the Official Committee of Unsecured Creditors

Status: This matter will be going forward solely with respect to interim approval of the Disclosure Statement and approval of solicitation procedures.

Dated: Wilmington, Delaware
October 30, 2020

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sean T. Greecher

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